

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

STEPHEN M. WILSON, *et al.*, §
Plaintiffs, § Docket No. 07 Civ. 6176 (LTS)
v. §
IMAGESAT INTERNATIONAL § DECLARATION OF
N.V., *et al.*, § JOSEPH GASPAR
Defendants. §

1. I, the undersigned, Joseph Gaspar, am over eighteen (18) years of age, have my full mental faculty and am competent to make this Declaration. The facts set forth in this Declaration are within my personal knowledge and are true and correct.

2. I am a citizen of the State of Israel, where I now live.

3. Since 2000, my primary contact with the State of New York has occurred as I was traveling from Israel to various points in the United States and was only briefly in a New York airport as a point of transit to another destination in the United States beyond New York. In addition, approximately one time per year or less, have I remained in New York in furtherance of any business interests on behalf of my employer, including an occasional meeting relating to either Elbit Systems Ltd.'s investors or analysts or with the head office of Elbit Systems Ltd.'s independent auditors -- Ernst & Young. None of these meetings involved any of the Plaintiffs or any of the claims or allegations set forth in the Plaintiff's Complaint.

4. I became a member of the ImageSat Board of Directors in or about 2005. To the best of my knowledge, I began to participate in various meetings of the Board of

Directors of Defendant ImageSat International N. V. ("ImageSat") which were held in New York in or around 2003. In connection with these meetings, I traveled to New York approximately five times, up to and including the present time. Apart from the trips set forth above, the only additional trips to the State of New York have been approximately three short trips for personal leisure.

5. All of the records, documents and/or things that are in my possession and that could possibly relate to my participation with the Board of Directors of Defendant ImageSat are located in the State of Israel. None of my records, documents and/or things relating to my involvement with the aforementioned meetings of the Board of Directors are located in the State of New York.

6. I do not now own, nor have I ever directly or indirectly owned, property or rented or had an office or a residence in the State of New York.

7. I do not now have, nor have I ever had, an agent or employee who handles or has handled any business on my behalf in the State of New York.

8. More than ten years ago, I owned a bank account with Citibank. I closed this account over ten years ago, and do not now have, nor have I owned in the last ten years, any bank accounts in the State of New York.

9. I do not now have, nor have I ever had, a driver's license or been registered to vote or had any other type of license issued by the State of New York.

10. I have never advertised or distributed any publication in the State of New York, nor been broadcast on any program in the State of New York.

11. I do not now own, nor have I ever owned, an automobile or any vehicle licensed or registered by the State of New York.

12. I do not now have, nor have I ever had, a post office box, telephone number or any automatic answering service in the State of New York.

13. I do not hold any professional license granted by the State of New York.

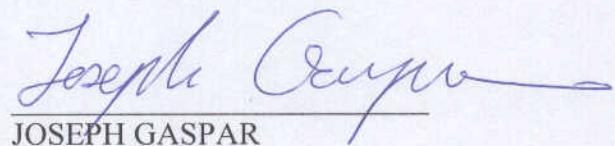
14. With the exception of the current proceeding, I have never been named as a party to any other lawsuit or administrative proceeding in the State of New York..

15. Defending myself against the claims set forth in the Original Complaint in the United States instead of in my home country of Israel will inflict an unforeseen and significant toll on me as I would be required to travel to New York and participate in an unfamiliar, foreign, time-consuming and expensive legal process in English, which is not my primary language.

16. Because I am resident within the State of Israel, I would submit to the jurisdiction of the courts within my home country. I have never consented to jurisdiction in the State of New York.

I declare under the penalty of perjury that the foregoing is true and correct.

This 14 Day of October, 2007.



JOSEPH GASPAR